

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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:   
COMPLEX SYSTEMS, INC., :  
:   
Plaintiff, : Civil Action No. 08-cv-7497 (KBF)  
: ECF CASE  
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:   
v. :  
:   
ABN AMRO BANK N.V. :  
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:   
Defendant. :  
:   
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**DECLARATION OF JOHN C. GARCES, ESQ., IN SUPPORT OF DEFENDANT ABN  
AMRO BANK N.V.'S OPPOSITION TO COMPLEX SYSTEMS INC.'S MOTION FOR  
SUMMARY JUDGMENT ON LIABILITY**

I, John C. Garces, Esq., declare as follows:

1. I am an attorney admitted to practice in the State of New York and before the United States District Court for the Southern District of New York. I am a Special Counsel with the law firm of Schulte Roth & Zabel LLP, which represents Defendant ABN AMRO Bank N.V. (renamed The Royal Bank of Scotland N.V.) ("ABN") in the above-identified litigation. I make and submit this Declaration in Opposition to Complex Systems, Inc.'s Motion for Summary Judgment on Liability, and in particular, in support of Exhibits 1 through 6 attached hereto.

2. Attached as Exhibit 1 is a true and correct copy of document titled Banktrade – A Proposal to ABN AMRO for Global Trade Automation – Expansion of the Scope of a Symbiotic Relationship, produced in this action as ABN AMRO 0000188-230.

3. Attached as Exhibit 2 is a true and correct copy of a document titled Global Workflow, last updated on February 5, 2002, produced in this action as ABN AMRO 0000039-65.

4. Attached as Exhibit 3 is a true and correct copy of a November 28, 2005 email from Jack W. Eisner to Walter Vantendeloo and Charles Griffis, produced in this action as CS-EFILE 00034974\_0001-03.

5. Attached as Exhibit 4 is a true and correct copy of an October 11, 2001 billing statement, a July 20, 2001 Professional Services Engagement and Purchase Order Form, and a July 4, 2001 Order Form, produced in this action as CSI 002489-95.

6. Attached as Exhibit 5 is a true and correct copy of a document titled CSI Complex Systems, Inc. Technical Review Evaluation for ABN Amro North America (AANA), produced in this action as ABN AMRO 0000255-62.

7. Attached as Exhibit 6 is a true and correct copy of a May 26, 2009 email from Charlie Griffis to Gad Janay, with attachments, produced in this action as CS-EML 00457559\_0001-561\_0001.

Dated: New York, New York  
May 10, 2013

/s/ John C. Garces  
John C. Garces, Esq.